

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST - TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hines Growers LLC		04/04/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Black Diamond Commercial Finance, L.L.C., as collateral agent
Street Address:	One Conway Park, 100 Field Drive
Internal Address:	Suite 300
City:	Lake Forest
State/Country:	ILLINOIS
Postal Code:	60045
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	3246571	BURGUNDY BOWS
Registration Number:	1865914	CAMEO
Registration Number:	3352054	CHERRY BON BON
Registration Number:	2602180	ESTATE COLLECTION
Registration Number:	2780338	FERN CREEK
Registration Number:	1943943	FESTIVAL POT
Registration Number:	2451683	GARDEN PARTY
Registration Number:	1705287	GULF GREEN
Registration Number:	1714001	H
Registration Number:	2987725	HALO HYDRANGEAS
Registration Number:	1601244	HINES H
Registration Number:	2622986	HINES COLOR
Registration Number:	2747765	HINES PERENNIALS

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Registration Number:	3042157	HOT TROPICS
Registration Number:	1948705	IVORY CARPET
Registration Number:	1764767	LITTLE NICKY
Registration Number:	2077119	MARIAN RED ROBIN
Registration Number:	1944103	PATIO TROPICS
Registration Number:	2803139	PETITE DELIGHT
Registration Number:	1775403	PINK LEMONADE
Registration Number:	2103789	PLUM DELIGHT
Registration Number:	2970625	PRO-18
Registration Number:	2970518	RED, WHITE AND BLOOMS
Registration Number:	3246570	SALSA
Registration Number:	2530126	SUMMER GOLD
Registration Number:	1615964	WINTER PRIDE
Registration Number:	2710658	AFRICAN SUN
Registration Number:	3230733	BAMBINO
Registration Number:	1800226	BAY BREEZE
Registration Number:	3081992	BRINGING THE BEST OF THE WORLD'S GARDENS TO YOU
Registration Number:	2936595	COLOR PARADE

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-756-2552
Email: marisa.davidson@srz.com
Correspondent Name: M. Davidson c/o Schulte Roth & Zabel LLP
Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	009552-0018
NAME OF SUBMITTER:	Marisa Davidson (009552-0018)
Signature:	/kc for md/
Date:	04/05/2011

Total Attachments: 3

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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Hines Growers LLC (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 4, 2011 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Black Diamond Commercial Finance, L.L.C., as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

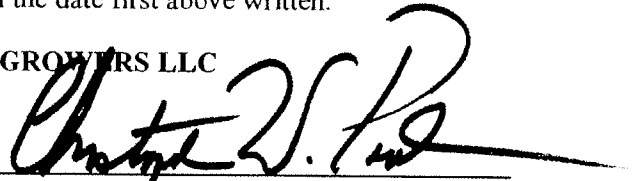
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Grantor has caused this Agreement to be duly executed by its officer thereunto duly authorized as of the date first above written.

HINES GROWERS LLC

By: _____

A handwritten signature in black ink, appearing to read "Chris Parker", written over a horizontal line.

Name: Chris Parker

Title: Authorized Signatory

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARK TITLE	INTANGIBLE TYPE	COUNTRY	REGISTRATION NUMBER
Burgundy Bows	Trademarks	USA	3246571
Cameo	Trademarks	USA	1865914
Cherry Bon Bon	Trademarks	USA	3352054
Estate Collection	Trademarks	USA	2602180
Fern Creek	Trademarks	USA	2780338
Festival Pot	Trademarks	USA	TMA456700
Festival Pot	Trademarks	USA	1943943
Garden Party	Trademarks	USA	2451683
Gulf Green	Trademarks	USA	1705287
H And Design	Trademarks	USA	1714001
Halo Hydrangeas	Trademarks	USA	2987725
Hines And Design (Leaf)	Trademarks	USA	1601244
Hines Color	Trademarks	USA	2622986
Hines Perennials	Trademarks	USA	2747765
Hot Tropics	Trademarks	USA	3042157
Ivory Carpet	Trademarks	USA	1948705
Little Nicky	Trademarks	USA	1764767
Marian Red Robin	Trademarks	USA	2077119
Patio Tropics	Trademarks	USA	TMA456701
Patio Tropics	Trademarks	USA	1944103
Petite Delight	Trademarks	USA	2803139
Pink Lemonade	Trademarks	USA	1775403
Plum Delight	Trademarks	USA	2103789
Pro-18	Trademarks	USA	2970625
Red, White, And Blooms	Trademarks	USA	2970518
Salsa	Trademarks	USA	3246570
Summer Gold	Trademarks	USA	2530126
Winter Pride	Trademarks	USA	1615964
African Sun	Trademarks	USA	2710658
Bambino	Trademarks	USA	3230733
Bay Breeze	Trademarks	USA	1800226
Bringing The Best Of The World'S Gardens To You	Trademarks	USA	3081992
Color Parade	Trademarks	USA	2936595